

EXHIBIT 2

AN ACT to incorporate the Ohio and Mississippi Railroad company, and for other purposes. In force Feb. 12, 1851.

SECTION 1. *Be it enacted by the people of the State of Illinois, represented in the General Assembly,* That Joseph G. Bowman, Sidney Breese, James Hall, Alfred Kitchell, Arthur McCauley, George W. Pace, Benjamin Bond, James L. D. Morrison, A. T. Ellis, John Ross, Luther M. Kennett, John O'Fallon, James H. Lucas, Andrew Christy, Daniel D. Page, John Law, Peter Chouteau, jr., Benjamin F. Rittenhouse, Samuel B. Chandler, John A. McClermand, John S. Martin, Aaron Shaw, William W. Roman, Green C. Crosson, and such other persons as may associate with them for that purpose, are hereby made and constituted a body corporate and politic, by the name and style of "The Ohio and Mississippi Railroad company," with perpetual succession, and by that name and style shall be capable in law of taking, purchasing, holding, leasing, selling and conveying estate and property, whether real, personal or mixed, so far as the same may be necessary for the purposes hereinafter mentioned, and no further; and in their corporate name may sue and be sued, to have a common seal, which they may alter or renew at pleasure, and may have and exercise all powers, rights, privileges and immunities which are or may be necessary to carry into effect the purposes and objects of this act, as the same are hereinafter set forth.

§ 2. The Ohio and Mississippi Railroad company shall have full power and authority to locate, and from time to time to alter, change, re-locate, construct, re-construct, and fully to finish, perfect and maintain a railroad, with one or more tracks, commencing at Illinoistown, on the Mississippi river, in the county of St. Clair, and running from thence, on the most eligible route, to the east line of the state of Illinois, in the direction of the city of Vincennes, in the state of Indiana, and to transport, take and carry property and persons upon said railroad, by power or force of steam, or of animals, or of any mechanical or other power, or combination of them, which said company may choose to use or apply. And for the purpose of constructing said railroad or way, said company shall have authority and power to lay out, designate and establish their road, in width not exceeding one hundred and fifty feet, through the entire line thereof, and may take and appropriate to their own use all such lands so designated for the line and construction of said road, upon first paying or tendering therefor such amount of damage as shall have been settled by appraisal, in the manner hereinafter provided, on all such lands as may be taken, or upon any track which may be located by said company, and for the purpose of cuttings and embankments, and for the purpose of obtaining of stone, sand

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and gravel, may take and appropriate as much more of land as may be necessary for the proper construction, maintenance and security of said road, and for the construction and security of said road, and for constructing shops, depots, and other suitable, proper and convenient fixtures, in connection with and appurtenances to said railroad, may take and have, use and occupy any lands upon either side of said railroad, not exceeding two hundred feet in depth from said railroad; said company taking all such lands as gifts, or purchasing or making satisfaction for the same, in the manner hereinafter provided: *Provided*, that this section shall not be construed to restrict or prevent the construction of public roads, or canals, or railroads, across the road of said company, when deemed expedient, but so as not materially to impair or obstruct the same.

Powers.

§ 3. The said company, and under their direction, their agents, servants and workmen, are hereby authorized and empowered to enter into and upon the lands and grounds of or belonging to the state, or to any person or persons, bodies politic or corporate, and survey and take levels of the same, or any part thereof, and to set out and ascertain such parts as they shall think necessary and proper for making said railroad, with one or more sets of tracks or rails, and for all the purposes connected with said railroad, for which the said corporation, by the last preceding section, is authorized to have, take and appropriate any lands, and to fell and cut down all timber and other trees standing or being within one hundred feet on each side of said line of said railroad, the damages occasioned by the felling of such trees, unless otherwise settled, be assessed and paid in manner hereinafter provided for assessing and paying damages for land taken for the use of said railroad company; and also to make, build, erect and set up, in and upon the route of said railroad, or upon the land adjoining or near the same, all such works, ways, roads and conveniences as may be requisite and convenient for the purposes of said railroad; and also from time to time to alter, repair, amend, widen or enlarge the same, or any of the conveniences above mentioned, as well for the carrying, conveying goods, commodities, timber or other things to and upon the said railroad, as for carrying or conveying all manner of materials necessary for the making, erecting, furnishing, altering, repairing, amending or enlarging the works of or connected with said railroad, and to contract and agree with the owner or owners thereof for earth, timber, gravel, stone, or other material, or any articles whatever, which may be wanted in the construction or repair of said railroad, or any of its appurtenances; they, the said company, doing as little damage as possible in the execution of the said powers hereby granted, and making satisfaction in the manner here-

after mentioned for all damages to be sustained by the owners or occupiers of said land.

§ 4. The said company shall have power and authority Grants. to receive, take and hold all such voluntary grants and donations of land and real estate for the purposes of said railroad, as may or shall be made to said company, to aid in the construction, maintenance and accommodation of said railroad; and said company may contract and agree with the owners or occupiers of any land upon which said company may wish to construct said railroad or way, or which said company may wish to use or occupy for the purpose of procuring stone, sand, gravel or earth, or other materials, to be used in embankments or otherwise, in or about the construction, repair, or enjoyment of said railroad, or which said company may wish to use or occupy in any manner or for any purpose or purposes connected with said railroad, for which said company is empowered or authorized by this act to take, have or appropriate any lands, and to receive and take grants and conveyances of any and all interests and estates therein, and to them and to their successors or assigns in fee, or otherwise; and in case said company cannot agree with such owners or occupiers of such lands as aforesaid, so as to procure the same by the voluntary deed or act of such owners or occupiers thereof, or if the owners or occupiers, or any or either of them, be a *femme covert*, infant, *non compos mentis*, unknown or out of the county in which the land or property wanted may lie or be situate, the same may be taken and paid for, if any damages are awarded, in the manner provided for in "An act to provide for a general system of railroad incorporations," approved November 5th, 1849, and the final decision or award shall vest in the corporation hereby created all the rights, privileges, franchises and immunities in said act contemplated; and provided that any appeal that may be allowed under the provisions of the act above recited, or by virtue of any general law of this state, shall not affect the possession by said company of the land appraised; and when the appeal may be taken or writ of error prosecuted by any person or persons other than the said company, the same shall not be allowed except on the stipulation of the party so appealing or prosecuting such writ of error, that the said company may enter upon and use the lands described in the petition for the uses and purposes therein set forth, upon said company giving bond and security, to be approved by the clerk of said court, that they will pay to the party so appealing or prosecuting such writ of error, all costs and damages that may be awarded against them on the final hearing of such appeal or writ of error, within thirty days after the rendition thereof, or forfeit all right to use the land or way so condemned. Damages.

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Capital stock.

§ 5. The capital stock of said company shall be one million of dollars, which may be increased from time to time by a vote of a majority in interest of stockholders, at their annual meeting, or at any special meeting that may be called for that purpose by the directors of said company, to any sum not exceeding the entire amount expended on account of said road; which stock shall be divided in shares of fifty dollars each, which shall be deemed personal property, and may be issued, certified, transferred and registered in such manner and at such places as may be ordered and provided by the board of directors, who shall have power to require the payment of stock subscribed in the manner and at the time and in such sums as they may direct; and on the refusal or neglect on the part of stockholders, or any of them, to make payment on the requisition of the board of directors, the shares of such delinquents may, after thirty days' public notice, be sold at public auction, under such rules as the directors may adopt; the surplus money, if any remains after deducting the payment due, with the interest and the necessary costs of sale, to be paid to the delinquent stockholder. The board of directors hereinafter named and appointed, shall cause books to be opened for subscriptions to the capital stock of said company, at such times and places and in such manner as they shall direct, provided that as soon as two hundred thousand dollars of *bona fide* subscription shall be made to said capital stock, and twenty-five per cent. thereon paid, it shall be lawful for said company to commence the construction of said road.

Directors.

§ 6. All the corporate powers of said company shall be vested in and exercised by a board of directors, to consist of not less than seven nor more than seventeen in number, and such other officers, agents and servants as they shall appoint. The first board of directors shall consist of Abner T. Ellis, James Hall, Joseph G. Bowman, Alfred Kitchell, Benjamin Bond, James L. D. Morrison, Luther M. Kennett, Andrew Christy, John O'Fallon, Daniel D. Page, Samuel B. Chandler, John A. McClelland and Aaron Shaw, who shall hold their offices until their successors are elected and qualified. Vacancies in the board may be filled by vote of two-thirds of the directors remaining; such appointees to continue in office until the next regular annual election of directors, and which said annual election shall be held on the first Monday of September in each year, at such place as the directors may direct; thirty days' notice being given in two newspapers printed along the line of said road.

Vacancies.

Votes.

§ 7. At any election held for directors, each share of stock shall be entitled to one vote, to be given either in person or by proxy, and the persons receiving the largest number of votes to be declared duly elected, and to hold their

office until the next annual election, and until their successors are elected and qualified. All elections for directors to be conducted by three judges, selected by the stockholders present.

§ 8. The directors herein named are required to organize the board by electing one of their number president, and by appointing a secretary and treasurer. Board of directors.

§ 9. Said company shall have power to purchase, with the funds of the company, and contract for and place on the railroad hereby authorized to be constructed, all machines, wagons, carriages and vehicles of any description which they may deem necessary and proper for the purposes of transportation on said railroad, and they shall have power to charge for tolls and transportation and rates of fare such sums as shall be lawfully established by the by-laws of said company. Equipments.

§ 10. Said company shall have power to make, ordain and establish all such by-laws, rules and regulations as may be deemed expedient and necessary to fulfil the purposes and carry into effect the provisions of this act, and for the well-ordering and securing the affairs, business and interest of said company, provided that the same be not repugnant to the constitution and laws of the United States, or of this state. By-laws.

§ 11. The said board of directors shall have power to regulate the manner of transportation of persons and property, the width of track, the construction of wheels, the form and size of cars, the weight of loads, and all other matters and things respecting the use of said road, and the conveyance and transportation of persons and property thereon. Transportation.

§ 12. Whenever it shall be necessary for the construction of said railroad to intersect or cross a track of any other railroad, or any stream of water or water-course, or road, or highway lying on the route of said road, it shall be lawful for the company to construct their railroad across or upon the same: *Provided*, that the said company shall restore the railroad, stream of water, water-course, road or highway thus intersected or crossed, to its former state, or in a sufficient manner not materially to impair its usefulness. Intersections.

§ 13. The said company shall annually or semi-annually make such dividend as they may deem proper, of the net profits, receipts or income of said company among the stockholders therein, in proper proportion to their respective shares. Dividends.

§ 14. If any person shall do or cause to be done, or aid in doing or causing to be done, any act or acts whatever, whereby any building or construction or work of said company, or any engine, machine or structure, or any matter or thing appertaining to the same, shall be stopped, ob- Penalty.

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structed, impaired or weakened, injured or destroyed, the person or persons so offending shall be guilty of a misdemeanor, and may be punished, upon conviction, by fine, in any sum not exceeding one thousand dollars, or by imprisonment not exceeding five years, or both, at the discretion of the court, and shall forfeit and pay to said corporation treble the amount of damages sustained by reason of such offence or injury, to be recovered in the name of the said company, with costs of suit, in an action of trespass, before any justice of the peace of this state, or before any court having jurisdiction thereof.

unction with
other roads.

§ 15. Said company shall have the power to unite its railroad with any other railroad now constructed, or which may hereafter be constructed, either in this state or the state of Indiana, upon such terms as may be mutually agreed upon between the companies so connecting, and for that purpose full power is hereby given to said company to make and execute such contracts with any other company as will secure the objects of such connection: *Provided*, that the Central railroad shall not run upon the line or track of the road constructed by the company hereby incorporated, except at points of crossing or intersecting the same.

loan of money.

§ 16. Said company is hereby authorized, from time to time, to borrow such sum or sums of money as may be necessary for completing and finishing or operating their said railroad, and to issue and dispose of their bonds in denominations of not less than five hundred dollars, for any amount so borrowed, and to mortgage their corporate property and franchises, or convey the same by deed of trust, to secure the payment of any debt contracted by said company for the purposes aforesaid; and the directors of said company may confer on any bondholder of any bond issued for money borrowed as aforesaid, the right to convert the principal due or owing thereon into stock of said company, at any time not exceeding ten years from the date of the bond, under such regulations as the directors of said company may see fit to adopt.

bonds.

Commencement

§ 17. The said company hereby chartered shall be required to construct and operate their said road, throughout the entire line thereof, according to the terms of this charter, within five years after the work shall be commenced thereon, and upon failure so to do, shall forfeit all rights and privileges, tracks completed, and work done upon said road; provided the work shall be commenced on said road within one year after the passage of this act.

Liability of
stockholders.

§ 18. All the stockholders of said company shall be severally individually liable to the creditors of said company, to an amount equal to the amount of stock held by them respectively, for all debts and contracts made by said company, until the whole amount of capital stock fixed and

limited by said company, or by this act, shall have been paid in; and shall be jointly and severally liable for all debts that may be due and owing to any and all their laborers, servants and apprentices, for services performed for said company, but shall not be liable to an action therefor before an execution shall be returned unsatisfied, in whole or in part, against said company, and then the amount due on said execution shall be the amount recoverable, with costs, against said stockholders: *Provided*, that none of the provisions of this section shall be applicable to the company hereby incorporated, or to the Terre Haute and Alton railroad company, incorporated at the present session of the general assembly, until the same provisions shall be applied to the Central railroad company and branches, and the Rock Island, La Salle and Chicago railroad company.

§ 19. This act shall be deemed and taken as a public act, and shall be in force from and after its passage; and the railroad constructed under this act of incorporation shall be confined within ten miles on either side of the Great Western mail route, from St. Louis to Vincennes. The work upon said road shall commence simultaneously at Illinoistown and at the point where said road crosses the track of the Central railroad, and progress eastwardly from said point with all reasonable dispatch.

APPROVED Feb. 12, 1851.

AN ACT to incorporate the Rockford and Rock Island Railroad Company.

In force Feb. 12, 1851.

SECTION 1. *Be it enacted by the people of the State of Illinois, represented in the General Assembly*, That all such persons as shall become stockholders, agreeably to the provisions of this act, in this corporation hereby created, shall be, and for the term of sixty years from and after the passage of this act shall continue to be, a body corporate and politic, by the name of the "Rockford and Rock Island Railroad company," and by that name shall have succession for the term of years above specified, may sue and be sued, complain and defend in any court of law or equity, may make and use a common seal, and alter the same at pleasure, may make by-laws, rules and regulations for the management of property, the regulations of its affairs and for the transfer of its stock, not inconsistent with the existing laws and the constitution of this state and of the United States, and may, moreover, appoint such subordinate agents, officers and servants as the business of said company may